



Nahar

CAPITAL AND FINANCIAL SERVICES LTD.



(A NON-BANKING FINANCIAL COMPANY)

Regd. Office & Corporate Office : "Nahar Tower", 375, Industrial Area-A, Ludhiana -141 003 (INDIA)

Phones : 91-161-2600701 to 705, 5066330 to 335 Fax : 91-161-2222942, 2601956

Email : secnsm@owmnahar.com Website : www.owmnahar.com

NCFSL/SD/2012-13/

October 04, 2013

1. The Manager,
The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1, G-Block
Bandra-Kurla Complex, Bandra (E)
MUMBAI – 400 051
2. The General Manager,
The Bombay Stock Exchange Limited
25th Floor, P.J. Tower,
Dalal Street, Mumbai
MUMBAI – 400 001

SUB: MINUTES OF ANNUAL GENERAL MEETING

Dear Sir,

This is in continuation of our earlier letter vide which we have informed you that all the resolutions contained in the Notice of Annual General Meeting have been carried unanimously and that the shareholders of the Company have approved the dividend @ 30% i.e. Rs. 1.50/- each share of the Equity Share Capital for the year 2012-13 in their Annual General Meeting held on 30th September, 2013 as recommended by Board of Directors.

Now Pursuant to the Clause 31 (d) of the Listing Agreement, we are sending herewith Minutes of 8th Annual General Meeting of the Company held on 30th September, 2013 for your reference and records.

This is for your information please.

Thanking you,

Yours faithfully,

For NAHAR CAPITAL AND FINANCIAL SERVICES LTD.


COMPANY SECRETARY

Encl: As above

NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED
Regd. Office: 375, INDUSTRIAL AREA – A,
LUDHIANA

**MINUTES OF EIGHTH ANNUAL GENERAL MEETING OF THE COMPANY HELD
ON MONDAY, 30TH SEPTEMBER, 2013 AT 11.15 A.M. AT THE PREMISES OF
NAHAR INDUSTRIAL ENTERPRISES LIMITED, FOCAL POINT, LUDHIANA.**

PRESENT

DIRECTORS

1. SH. DINESH OSWAL
2. SH. KAMAL OSWAL
3. SH. DINESH GOGNA
4. PROF. K.S. MAINI
5. DR. S. K. SINGLA

MEMBERS

(AS PER ATTENDANCE REGISTER)

92 Shareholders holding 11740419
Equity Shares attended the meeting.

BY INVITATION:

Mr. Vinod Khanna, Partner of M/s. Gupta Vigg & Co.,
Auditors of the Company.

CHAIRMAN OF THE MEETING

In the absence of the Chairman, Sh. J.L. Oswal, the members unanimously elected Sh. Dinesh Oswal, Managing Director of the Company, as Chairman to preside over the meeting. The Chairman welcomed the members present and introduced the Board members sitting on the Dias to the shareholders.

On being informed by Miss Nidhi Khande, Company Secretary that the quorum for the meeting is present, the Chairman called the meeting to order so that formal proceedings of the meeting could commence. But before the commencement of the official business of the meeting, the Chairman informed the members regarding the sad demise of Dr. O.P Sahni, Director of the Company, on 24th October 2012. Thereafter one minute silence was observed by the members as a mark of respect to the departed soul.

Thereafter the Chairman drew the attention of the members that statutory books were available for inspection at the meeting. He further informed that the Company received 1 proxies and 19 authorisations from the Shareholders totaling 11727648 Equity Shares of the Company, equivalent to 70.03% of the total Share Capital. Thereafter he asked Miss Nidhi Khande, Company Secretary of the Company, to read out the Auditor's report. The Report was read out at the meeting.

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For Nahar Capital & Financial Services Ltd.


Co. Secretary

Thereafter the Chairman gave a brief speech highlighting the performance as well as achievements of the company during the year.

With the consent of the members present, the Notice convening the meeting was taken as read. Thereafter, the meeting proceeded as per the items specified in the Notice.

ORDINARY BUSINESS:

1. ADOPTION OF ANNUAL ACCOUNTS

The Chairman drew the attention of the members to the first item of the Notice. Thereafter Sh. Brij Sharma proposed and Sh. P.K.Vashisth seconded the following resolution as an Ordinary Resolution.

"RESOLVED that the Profit & Loss Account for the year ended 31st March, 2013 and Balance Sheet as on date together with the Directors Report and Auditor's Report thereon, as laid before the members, be and are hereby adopted and confirmed."

Before putting the resolution to vote, the Chairman invited the Members to offer their comment or seek clarification, if any, on the reports and Annual Accounts. Thereupon some members asked questions regarding the working of the Company. The Chairman thanked the shareholders for showing keen interest in the working of the Company. Thereafter, Prof. K.S. Maini, Chairman of the Audit Committee, replied to the queries of the members to their satisfaction.

Thereafter, the Chairman put the resolution to vote on a show of hands. He declared the resolution carried unanimously by the show of hands.

2. DECLARATION OF DIVIDEND ON EQUITY SHARES

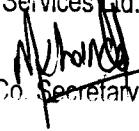
The Chairman drew the attention of the members to the second item of the Notice. He informed that the Board has recommended equity dividend @ 30% i.e. Rs. 1.50 per Equity Share for the year ended on 31st March, 2013. Thereafter Sh. Mukesh Sood proposed and Sh. Dharam Paul seconded the following resolution as an Ordinary Resolution:

"RESOLVED that a dividend @ 30% i.e. Rs. 1.50 per fully paid up share on Equity Share Capital of the Company for the year ended 31st March, 2013 be and is hereby declared out of the current years profits."

"RESOLVED FURTHER THAT dividend in respect of physical shares be paid to those shareholders whose names appear in the Register of Members of the Company on 30th September, 2013 and in respect of shares held in Electronic form, the dividend be paid on the basis of Beneficial Ownership data on the close of business on 21st September, 2013 as furnished by the Depositories, viz. National Securities Depository Limited and Central Depository Services (India) Limited and the

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dividend warrants be posted within prescribed period under the Companies Act, 1956, to all the shareholders who are entitled to receive the payment."

Thereafter, the Chairman put the resolution to vote on a show of hands. He declared the resolution carried unanimously by the show of hands.

3. APPOINTMENT OF DIRECTOR

The Chairman drew the attention of the members to the third item of the Notice regarding reappointment of Sh. S. k. Sharma who was retiring by rotation pursuant to Section 256 of the Companies Act, 1956 and seeking reappointment. Thereafter Sh. H.R.Kapoor proposed and Sh. Shibu Thomas seconded the following resolution as an Ordinary Resolution.

"RESOLVED that Sh. S.K. Sharma who retires by rotation pursuant to Section 256 of the Companies Act, 1956 and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

Thereafter, the Chairman put the resolution to vote on a show of hands. He declared the resolution carried unanimously by the show of hands.

4. APPOINTMENT OF DIRECTOR

The Chairman drew the attention of the members to the fourth item of the Notice regarding reappointment of Dr. Suresh Kumar Singla who was retiring by rotation pursuant to Section 256 of the Companies Act, 1956 and seeking reappointment. Thereafter Sh. Manjit Singh proposed and Sh. Sahil Jain seconded the following resolution as an Ordinary Resolution.

"RESOLVED that Dr. Suresh Kumar Singla who retires by rotation pursuant to Section 256 of the Companies Act, 1956 and being eligible offers herself for re-appointment be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

Thereafter, the Chairman put the resolution to vote on a show of hands. He declared the resolution carried unanimously by the show of hands.

5. APPOINTMENT OF DIRECTOR

The Chairman drew the attention of the members to the fifth item of the Notice regarding reappointment of Dr. Mrs. Harbhajan Kaur Bal who was retiring by rotation pursuant to Section 256 of the Companies Act, 1956 and seeking reappointment. Thereafter Sh. Anil Garg proposed and Sh. Atul Sud seconded the following resolution as an Ordinary Resolution.

"RESOLVED that Dr. Mrs. Harbhajan Kaur Bal who retires by rotation pursuant to Section 256 of the Companies Act, 1956 and being eligible offers himself for re-

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appointment be and is hereby re- appointed as a director of the Company liable to retire by rotation."

Thereafter, the Chairman put the resolution to vote on a show of hands. He declared the resolution carried unanimously by the show of hands.

6. APPOINTMENT OF AUDITORS AND TO FIX THEIR REMUNERATION

The Chairman drew the attention of the members to the sixth item of the Notice. He informed that period of appointment of M/s Gupta Vigg. & Co. Chartered Accountants, Ludhiana, the Statutory Auditors of the Company is expiring today and they have given certificate under Section 224A and other applicable provisions of the Companies Act, 1956. Thereafter Sh. Brij Sharma and Mr. Pritpal Singh seconded the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 224A and other applicable provisions, if any, of the Companies Act, 1956, M/s Gupta Vigg. & Co. Chartered Accountants, Ludhiana, the retiring Auditors of the Company be and are hereby re-appointed as Statutory Auditors of the Company for the financial year 2013-14 to hold office up to the conclusion of the next Annual General Meeting of the Company at such remuneration as may be fixed and decided by the Board of Directors of the Company in consultation with the Audit Committee and Statutory Auditors."

Thereafter, the Chairman put the resolution to vote on a show of hands. He declared the resolution carried unanimously by the show of hands.

SPECIAL BUSINESS:

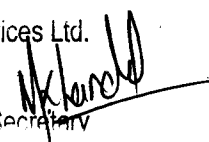
7. TO APPOINT DR. AMRIK SINGH SOHI AS DIRECTOR OF THE COMPANY:

The Chairman drew the attention of the members to the seventh Item of the Notice and informed the shareholders that the Board of Directors appointed Dr. Amrik Singh Sohi, as Additional Director of the Company on 29th October 2012. His period of office expires today i.e. on 30th September, 2013. The Company has received a notice in writing alongwith requisite deposit from a member under Section 257 of the Companies Act, 1956 signifying his intention to propose the appointment of Dr. Amrik Singh Sohi as a director, liable to retire by rotation. The Company has also received consent in writing from Dr. Amrik Singh Sohi to act as a Director of the Company, if appointed. Thereafter, Mr. Brij Sharma proposed and Mr. Atul Sud seconded the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification or re-enactment thereof, for the time being in force and Article 108 of the Articles of Association of the Company, Dr. Amrik Singh Sohi, who was appointed as an Additional Director of the Company w.e.f. 29th October 2012, and who holds such office upto the date of forthcoming Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and in respect of whom Company has received a notice

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in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Thereafter, the Chairman put the resolution to vote on a show of hands. He declared the resolution carried unanimously by the show of hands as an Ordinary Resolution.

Thereafter, the resolution put to vote by show of hands and was carried with requisite majority as a Special Resolution.

DATED: 30.09.2013
PLACE: LUDHIANA

Sd/-

CHAIRMAN

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For Nahar Capital & Financial Services Ltd.


Co. Secretary